

BALL JANIK LLP

A T T O R N E Y S

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RECORDATION No. 11994-D

attested pursuant to the

March 28, 1997

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. §11301.

The document is an Instrument of Lien Release and Bill of Sale, a secondary document, dated as of January 1, 1997. The primary document to which this is connected is recorded under Recordation No. 11994. We request that this document be recorded under Recordation No. 11994-D.

The name and address of the party to the Instrument of Lien Release and Bill of Sale is:

Indenture Trustee:

Bank of New York, successor in interest to Mercantile Safe Deposit & Trust Company
101 Barclay Street
New York, NY 10007

A description of the equipment covered by the document consists of consists of 168 62'6" 110-ton boxcars numbered MRS 2500-2540, inclusive, 2542-2604, inclusive, 2606-2610, inclusive, 2612-2633, inclusive, 2635-2650, inclusive, 2652-2668, inclusive, 2695, 2698, 2707, and 2714.

A short summary of the document to appear in the index follows: an Instrument of Lien Release and Bill of Sale by The Bank of New York, successor in interest to Mercantile Safe Deposit & Trust Company, 101 Barclay Street, New York, NY 10007, covering 168 62'6" 110-

RECEIVED
SURFACE TRANSPORTATION
BOARD

MAR 28 2 42 PM '97

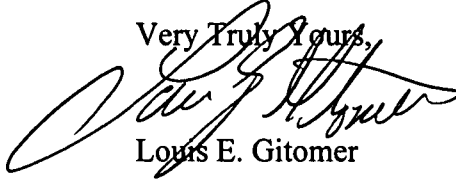
Honorable Vernon A. Williams

March 28, 1997

Page 2

ton boxcars numbered MRS 2500-2540, inclusive, 2542-2604, inclusive, 2606-2610, inclusive, 2612-2633, inclusive, 2635-2650, inclusive, 2652-2668, inclusive, 2695, 2698, 2707, and 2714.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

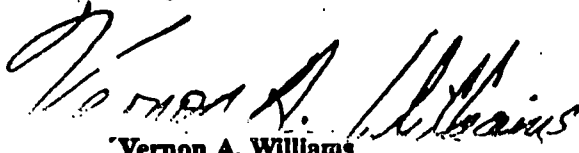
3/28/97

Louis E. Gitomer
Of Counsel
Ball Janik LLP
1455 F Street, NW., Ste. 225
Washington, DC., 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 3/28/97 at 2:42PM, and
assigned recordation number(s). 11994-D.

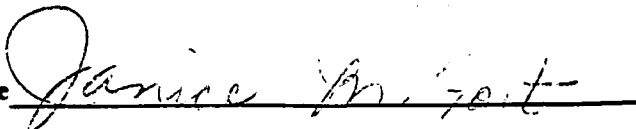
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION No. 11994-D

RECEIVED
SURFACE TRANSPORTATION
BOARD

INSTRUMENT OF LIEN RELEASE
AND BILL OF SALE

MAR 28 2 42 PM '97

THIS INSTRUMENT OF LIEN RELEASE AND BILL OF SALE (the "Instrument"), is dated as of January 1, 1997, from The Bank of New York, (successor in interest to Mercantile Safe Deposit & Trust Company), not individually but solely as Indenture Trustee ("Indenture Trustee").

RECITALS

PACCAR INC. ("Builder") entered into a Conditional Sale Agreement, dated as of May 20, 1980 ("CSA"), with GATX Third Aircraft Corporation ("Vendee") and GATX Leasing Corporation, now known as GATX Capital Corporation, ("Vendee Parent"), which was recorded with the Interstate Commerce Commission, now known as the Surface Transportation Board ("STB") on July 11, 1980 and assigned STB recordation number 11994. Builder subsequently assigned all of its rights under a Participation Agreement, dated as of May 20, 1980 ("PA"), to Indenture Trustee pursuant to an Agreement and Assignment, dated as of May 20, 1980 ("Participation Assignment"), with an attached Acknowledgement of Notice of Assignment as of May 20, 1980 by Vendee and Vendee Parent, which was recorded with the STB on July 11, 1980, and assigned STB recordation number 11994-A. Anheuser-Busch Companies, Inc. and Anheuser-Busch, Inc., as Guarantors, Vendee, as Lessor, and Vendee Parent entered into a Lease of Railroad Equipment, dated as of May 20, 1980 ("Lease"), with St. Louis Refrigerator Car Company ("St. Louis Refrigerator"), as Lessee, which was recorded with the STB on July 11, 1980, and assigned STB recordation number 11994-B. Vendee and Vendee Parent subsequently assigned its rights under Lease to Indenture Trustee pursuant to an Assignment of Lease and Agreement, dated as of May 20, 1980 ("Lease Assignment"), with an attached Consent and Agreement executed by St. Louis Refrigerator and Guarantors, which was recorded with the STB on July 11, 1980, and assigned STB recordation number 11994-C. The obligations under CSA were satisfied in full on January 1, 1996. The rail equipment subject to CSA and Lease is described on the attached Exhibit A (the "Equipment").

Indenture Trustee desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the foregoing documents and to evidence the transfer of the title to the rail equipment subject thereto to Vendee in accordance with the terms and conditions of CSA.

NOW, THEREFORE, in consideration of the premises Indenture Trustee agrees as follows:

1. Release of Lien. Indenture Trustee does hereby acknowledge and confirm for the public record the satisfaction, release and termination of (i) all of its security interest in and to the Lease, (ii) all of its other rights, together with the obligations of Vendee and Vendee Parent, arising under Lease Assignment, (iii) all of its security interest and other rights in and to the PA, and (iv) all of its rights, together with the obligations of Vendee and Vendee Parent, arising under Participation Assignment.

2. Transfer of Title. In accordance with Section 5.2 of CSA, Indenture Trustee does hereby sell and transfer to Vendee, and to Vendee's successors and assigns forever, all of its right, title and interest in and to the Equipment. Indenture Trustee represents and warrants to Vendee that the Equipment transferred hereby is free and clear of liens and encumbrances created by, through or under Indenture Trustee.

THE EQUIPMENT IS SOLD "AS IS" AND "WHERE IS" AND INDENTURE TRUSTEE MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, THE MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN THE PRECEDING PARAGRAPH.

3. Miscellaneous. This Instrument will be filed and recorded with the STB pursuant to the provisions of 49 U.S.C. Section 11303. This Instrument shall be governed by the laws of the State of New York.

IN WITNESS WHEREOF, Indenture Trustee has executed this Instrument as of the date first above written.

THE BANK OF NEW YORK,

By: 
Its: ASSISTANT TREASURER

STATE OF NEW YORK

COUNTY OF NEW YORK

)
) ss.
)

On March 10, 1997, before me William J. Casseles, the undersigned Notary Public, personally appeared BYRON MERINO, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Assist. of The Bank of New York and acknowledged that he executed it. Treasurer

Witness my hand and official seal.


Notary Public

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998

EXHIBIT A

TO

INSTRUMENT OF LIEN RELEASE,
TERMINATION OF TRUST AND BILL OF SALE

List of Equipment

One hundred sixty-eight (168) 62' 6", 100-ton Steel Sheath Insulated "RBL" Boxcars,
built in 1980 by PACCAR, marked as follows:

MRS 2500-2540
2542-2599
2600-2604
2606-2610
2612-2633
2635-2650
2652-2668
2695
2698
2707
2714